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STATE OF ILLINOIS  
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J D Services, Inc. d/b/a  
American Freedom Network

Petition for Withdrawal of Certificate of  
Service Authority of J D Services, Inc.  
(Utah) and for Issuance of Certificate of  
Service Authority for J D Services, Inc.  
(Nevada)

Docket No. DD-0291

CHIEF CLERK'S OFFICE

PETITION

COMES NOW J D Services, Inc., d/b/a American Freedom Network, ("JDS") and petitions this Commission for withdrawal of the Certificate of Service Authority issued to JDS as a Utah corporation and for the issuance of a Certificate of Service Authority to JDS as a Nevada corporation. In support of this petition, applicant states as follows:

1. JDS holds a Certificate of Service Authority ("Certificate") issued by the Commission authorizing it to offer telecommunications services to the citizens of Illinois. At the time JDS applied for and was granted this Certificate, JDS was a corporation organized under the laws of the State of Utah.

2. JDS (Utah) has since merged into JDS (Nevada). Enclosed for your review under Attachment #1 are copies of the Plan of Merger and Articles of Merger. Also enclosed for your review under Attachment #2 are copies of the Certificates of Merger from the Utah and Nevada Secretaries of State. JDS (Nevada) is the sole surviving entity as a result of the merger.

3. JDS (Nevada) is qualified to do business in the State of Illinois. Attachment #3 contains a copy of its Certificate of Authority issued by the Illinois Secretary of State.

4. The merger of JDS (Utah) into JDS (Nevada) has not resulted in any substantive change in the operations or services of JDS. As demonstrated on the chart under Attachment #4, JDS

(Nevada) has the same officers, directors, shareholders and place of business as JDS (Utah). Furthermore, JDS (Nevada) assumed all the debts, liabilities and assets of the Utah corporation. Accordingly, JDS (Nevada) offers the same telecommunications products and services found in the most recent tariff of JDS (Utah) filed with the Commission.

WHEREFORE, JDS respectfully requests that this Commission:

- A. Grant its Petition to Withdraw the Certificate of Service Authority issued to J D Services, Inc. (Utah);
- B. Issue a Certificate of Service Authority to J D Services, Inc. (Nevada); and
- C. Grant such other relief as it deems necessary.

Respectfully submitted this 10th day of April, 2000.

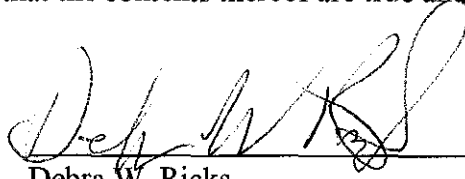
J D Services, Inc.  
d/b/a American Freedom Network

By: 

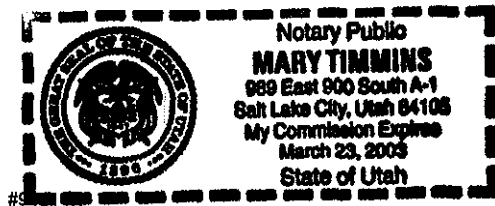
Debra W. Ricks  
President  
J D Services, Inc.  
1890 South 3850 West  
Salt Lake City, UT 84104

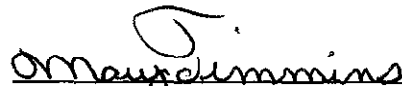
VERIFICATION

I, Debra W. Ricks, being first duly sworn, state that I am the President of J D Services, Inc., that I have read the foregoing Petition, and that the contents thereof are true and correct to the best of my knowledge, information and belief.

  
Debra W. Ricks

Subscribed and sworn to before me this 10th day of April, 2000.



  
Notary Public

**Receipt No.**

**FY9900006695**

**JAMES C. LEWIS**

**08/06/1998**

**195.00**

**REC'D BY SSH**

### **PLAN OF MERGER**

THIS PLAN OF MERGER is made and entered into this 3 <sup>March</sup> day of February, 1998, by and between J D SERVICES, INC., a Nevada corporation ("J D-Nev"), and J D SERVICES, Inc., a Utah corporation ("J D-Utah"), such corporations being hereinafter collectively referred to as the "Constituent Corporations."

### **RECITALS**

WHEREAS, J D-Nev is a corporation duly organized and existing under the laws of the state of Delaware, having an authorized capital of 50,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock of J D-Nev"), of which 1,000 shares are issued and outstanding as of the date hereof; 10,000,000 shares of preferred stock, par value \$0.01 per share, no shares of which are issued and outstanding as of the date hereof; and

WHEREAS, J D-Utah is a corporation duly organized and existing under the laws of the state of Utah, having an authorized capital of 50,000 shares of common stock, par value \$1.00 (the "Common Stock of J D-Utah"), of which 1,000 shares are issued and outstanding as of the date hereof; and

WHEREAS, the respective boards of directors of J D-Nev and J D-Utah have each duly approved this Plan of Merger (the "Plan") providing for the merger of J D-Utah with and into J D-Nev, with J D-Nev as the surviving corporation as authorized by the statutes of the states of Nevada and Utah; and

WHEREAS, the purpose of the merger is to change the domicile of J D-Utah to the state of Nevada.

### **AGREEMENT**

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger and the manner and basis of causing the shares of Common Stock of J D-Utah to be converted into shares of Exchanged J D-Nev Stock and such other provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval and adoption of this Plan by the requisite vote of the stockholders of each Constituent Corporation, and subject to the conditions hereinafter set forth, as follows:

### **ARTICLE I**

#### **MERGER AND NAME OF SURVIVING CORPORATION**

On the effective date of the merger, J D-Utah and J D-Nev shall cease to exist separately and J D-Utah shall be merged with and into J D-Nev, which is hereby designated as the "Surviving Corporation," the name of which on and after the effective date of the merger shall be "J D Services Inc." or such other name as may be available and the parties may agree to.

## ARTICLE II

### TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On the effective date of the merger:

(1) J D-Utah shall be merged into J D-Nev to form a single corporation, and J D-Nev shall be, and is designated herein as, the Surviving Corporation;

(2) the separate existence of J D-Utah shall cease;

(3) the Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the General Corporation Law of the state of Nevada; and

(4) the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of either of the Constituent Corporations; and neither the rights of creditors nor any liens on the property of either of the Constituent Corporations shall be impaired by the merger.

(b) On the effective date of the merger, the board of directors of the Surviving Corporation and the members thereof, shall consist of the members of the board of directors of J D-Nev immediately prior to the merger; to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the state of Nevada.

(c) On the effective date of the merger, the officers of the Surviving Corporation shall be the officers of J D-Nev immediately prior to the merger, such officers to serve thereafter in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the state of Nevada.

If on the effective date of the merger, a vacancy shall exist in the board of directors or in any of the offices of the Surviving Corporation, such vacancy may be filled in the manner provided in the bylaws of the Surviving Corporation.

### ARTICLE III

#### MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting the shares of Common Stock of J D-Utah into shares of the Exchanged J D-Nev, and the mode of carrying the merger into effect are as follows:

(a) Each one share of the Common Stock of J D-Utah outstanding on the effective date of the merger shall, without any action on the part of the holder thereof, be converted into 500 fully-paid and non-assessable restricted shares of Exchanged J D-Nev Stock, so that the 50,000 outstanding shares of J D-Utah Common Stock are converted into an aggregate of approximately 25,000,000 shares of Exchanged J D-Nev Stock, which shares of Exchanged J D-Nev Stock shall thereupon be duly and validly issued and outstanding, fully-paid, and non-assessable and shall not be liable to any further call, nor shall the holder thereof be liable for any further payment with respect thereto. After the effective date of the merger, each holder of an outstanding certificate which prior thereto represented shares of the Common Stock of J D-Utah shall be entitled on surrender thereof to the transfer and exchange agent of J D-Nev and on execution and delivery of a representation letter in a form acceptable to J D-Nev, to receive in exchange therefor a certificate or certificates representing the number of whole shares of Exchanged J D-Nev Stock into which the shares of Common Stock of J D-Utah so surrendered shall have been converted as set forth above, in such denominations and registered in such names as such holder may request. Until so surrendered, each such outstanding certificate which, prior to the effective date of the merger, represented shares of Common Stock of J D-Utah shall for all purposes evidence the shares of Exchanged J D-Nev Stock into which such shares shall have been converted; provided, that dividends or other distributions which are payable in respect to shares of Exchanged J D-Nev Stock into which shares of Common Stock of J D-Utah shall have been converted shall be set aside by J D-Nev and shall not be paid to holders of certificates representing such shares of Common Stock of J D-Utah until such certificates shall have been surrendered in exchange for certificates representing shares of Exchanged J D-Nev Stock, and on such surrender, holders of such shares shall be entitled to receive such dividends or other distributions without interest. J D-Nev shall not issue any fractional interest in shares of Exchanged J D-Nev Stock in connection with the aforesaid conversion and the number of shares of Exchanged J D-Nev Stock to which shares of J D-Utah Common Stock shall be converted shall be rounded to the nearest whole number of shares.

(b) All shares of Exchanged J D-Nev Stock into which shares of the Common Stock of J D-Utah shall have been converted pursuant to this Article III shall be issued in full satisfaction of all rights pertaining to the shares of Common Stock of J D-Utah.

(c) If any certificate for shares of Exchanged J D-Nev Stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such exchange pay to J D-Nev, or any agent designated by it any transfer or other taxes required by reason of the issuance of a certificate for shares of common stock of J D-Nev, in any name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of J D-Nev, or any agent designated by it that such tax has been paid or is not payable.

#### **ARTICLE IV**

##### **ARTICLES OF INCORPORATION AND BYLAWS**

The articles of incorporation of J D-Nev shall, on the merger becoming effective, be and constitute the articles of incorporation of the Surviving Corporation unless and until amended in the manner provided by law.

The bylaws of J D-Nev shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation unless and until amended in the manner provided by law.

#### **ARTICLE V**

##### **OTHER PROVISIONS WITH RESPECT TO MERGER**

This Plan shall be submitted to a vote of a meeting of shareholders of each of the Constituent Corporations as provided by the laws of the states of Nevada and Utah. After the approval or adoption thereof by the shareholders of each Constituent Corporation in accordance with the requirements of the laws of the states of Nevada and Utah, all required documents shall be executed, filed, and recorded, and all required acts shall be done in order to accomplish the merger under the provisions of the laws of the states of Nevada and Utah, subject to the terms and conditions of the Reorganization Agreement.

#### **ARTICLE VI**

##### **APPROVAL AND EFFECTIVE DATE OF THE MERGER; MISCELLANEOUS MATTERS**

The merger shall become effective when all the following actions have been taken:

(a) This Plan shall be authorized, adopted, and approved on behalf of the Constituent Corporations in accordance with the laws of the states of Nevada and Utah;

(b) This Plan, or the Articles of Merger attached hereto as Exhibit "A," shall be executed and verified in accordance with the laws of the state of Nevada, shall be filed in the office of the Secretary of State of the state of Nevada, and such office shall have issued a certificate of merger reflecting such filing; and

(c) Articles of Merger (with this Plan attached as Exhibit "A" thereof), setting forth the information required by, and executed and verified in accordance with, the laws of the state of Utah, shall be filed in the office of the Division of Corporations of the state of Utah, and such office shall have issued a certificate of merger reflecting such filing.

The date on which such actions are completed and such merger is effective is herein referred to as the "effective date."

If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations, or assurances are necessary or desirable to vest, perfect, or confirm title in the Surviving Corporation, of record or otherwise, to any property of J D-Utah acquired or to be acquired

by, or as a result of, the merger, the officers and directors of JD-Utah or any of them shall be, and they hereby are, severally and fully authorized to execute and deliver any and all such deeds, assignments, confirmations, and assurances and to do all things necessary or proper so as to best prove, confirm, and ratify title to such property in the Surviving Corporation and otherwise carry out the purposes of the merger and the terms of this Plan.

JD-Nev, the Surviving Corporation, hereby agrees and covenants that from and after the effective date of the merger, it will promptly pay to the dissenting shareholders, if any, of JD-Utah the amount, if any, to which such shareholder shall be entitled under the provisions of the Utah Corporation Code Annotated.

For the convenience of the Parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument and all such counterparts together shall be considered one instrument.

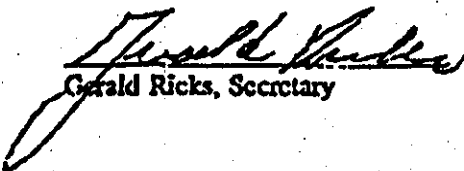
This Plan shall be governed by and construed in accordance with the laws of the states of Nevada and Utah, as applicable.

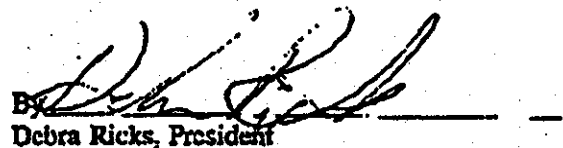
This Plan cannot be altered or amended, except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, each Constituent Corporation has caused this Plan of Merger to be executed, all as of the date first-above written.

JD SERVICES, INC., a Nevada  
Corporation

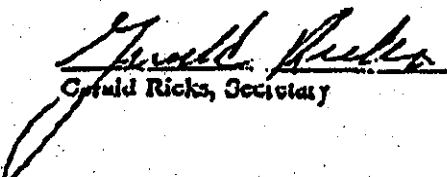
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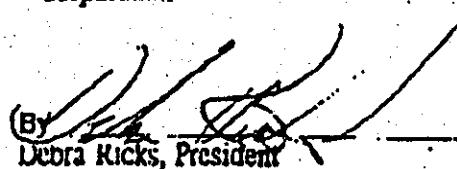
  
Gerald Ricks, Secretary

By   
Debra Ricks, President

JD SERVICES, INC., A Utah  
Corporation

ATTEST:

  
Gerald Ricks, Secretary

By   
Debra Ricks, President



### EXECUTION AND ACKNOWLEDGEMENT

The foregoing Plan of Merger, having been approved by the board of directors of each Constituent Corporation, and having been adopted separately by the stockholders of each Constituent Corporation thereto in accordance with the Nevada Revised Statutes and the Utah Revised Business Corporation Act, the president and secretary of JD-Services, a Nevada corporation, and the president and secretary of JD-Nev, a Utah corporation, do hereby execute this Plan of Merger this 3 day of ~~February~~ <sup>March</sup>, 1998, declaring and certifying that this is our act and deed and the facts herein stated are true.

JD SERVICES, INC., a Nevada  
Corporation

ATTEST:

Gerald Ricks  
Gerald Ricks, Secretary

By Debra Ricks  
Debra Ricks, President

JD SERVICES, INC., a Utah  
Corporation

ATTEST:

Gerald Ricks  
Gerald Ricks, Secretary

By Debra Ricks  
Debra Ricks, President

STATE OF UTAH )

COUNTY OF SALT LAKE )

I, Pamela L. Wacker, a notary public, hereby certify that on the 3<sup>rd</sup> day of ~~February~~ <sup>March</sup>, 1998, personally appeared before me the president and secretary of JD Services, Inc., a Nevada corporation ("JD-Nev"), and the president and secretary of JD Services, Inc., a Utah corporation ("JD-Utah"), who being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as the president and secretary, respectively, of JD-Nev and JD-Utah, and that the statements therein contained are true.

WITNESS MY HAND AND OFFICIAL SEAL.

Pamela L. Wacker  
NOTARY PUBLIC  
Residing in UTAH

My Commission Expires: Dec. 4, 1999

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

AUG 06 1998  
No. C 8200-48  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

Exhibit "A" to  
Plan of Merger

## ARTICLES OF MERGER

### KNOW ALL MEN BY THESE PRESENTS:

THESE ARTICLES OF MERGER are executed and entered into as of the 3 day of <sup>March</sup> February, 1998, by and between J D SERVICES, INC., a Nevada corporation (hereinafter referred to as "J D" or the "Surviving Corporation"), and J D SERVICES, INC., a Utah corporation (hereinafter referred to as "J D-Utah").

### WITNESSETH:

#### I

#### Plan of Merger

Pursuant to these Articles of Merger, it is intended and agreed that J D-Utah will be merged into J D and J D shall be the Surviving Corporation. The name of the Surviving Corporation shall be "J D Services, Inc." The terms, conditions, and understandings of the merger are set forth in the Plan of Merger between J D and J D-Utah dated as of February 3, 1998, a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference.

#### II

#### Articles of Incorporation and Bylaws

On the consummation of the merger, the articles of incorporation and bylaws of the Surviving Corporation shall be the articles of incorporation and bylaws of J D (copies of which are attached hereto as Exhibits "B" and "C" and are incorporated herein by this reference).

#### III

#### Authorized and Outstanding Shares of J D

J D has authorized 50,000,000 shares of common voting stock, par value, \$0.001, of which 1,000 shares are issued and outstanding; and 10,000,000 shares of preferred stock, par value \$0.01, of which no shares are outstanding. Each of the shares of common stock is entitled to one vote.

IV

Authorized and Outstanding Shares of Merger Co.

JD-Utah has 50,000 shares of common stock, \$1.00 par value, authorized, of which 1,000 shares are issued and outstanding. Each of the shares is entitled to one vote.

V

Approval by Shareholders of JD

Of the 1,000 issued and outstanding shares of JD, all of such shares were voted in favor of entering into the Plan of Merger, with no shares of common stock of JD dissenting. Such shares were voted individually and not as a class.

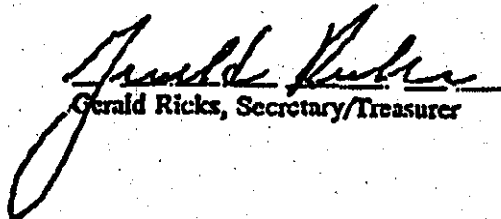
VI

Approval by Shareholders of Merger Co.

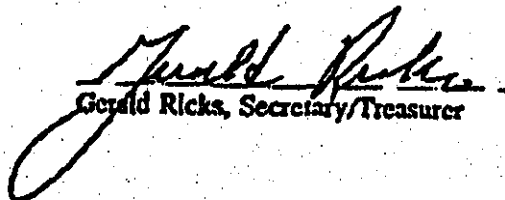
All 1,000 shares of common stock of JD-Utah were voted in favor of entering into the Plan of Merger with no shares of common stock of JD-Utah dissenting. Such shares were voted individually and not as a class.

IN WITNESS WHEREOF, the undersigned corporations, acting by their respective presidents and secretaries, have executed these Articles of Merger as of the date first-above written.

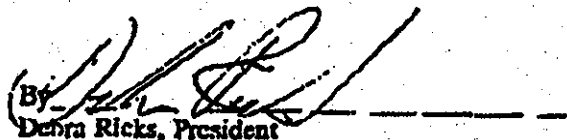
ATTEST:

  
Gerald Ricks, Secretary/Treasurer

ATTEST:

  
Gerald Ricks, Secretary/Treasurer

JD SERVICES, INC.  
A Nevada Corporation

By:   
Debra Ricks, President

JD SERVICES, INC.  
A Utah Corporation

By:   
Debra Ricks, President

STATE OF UTAH

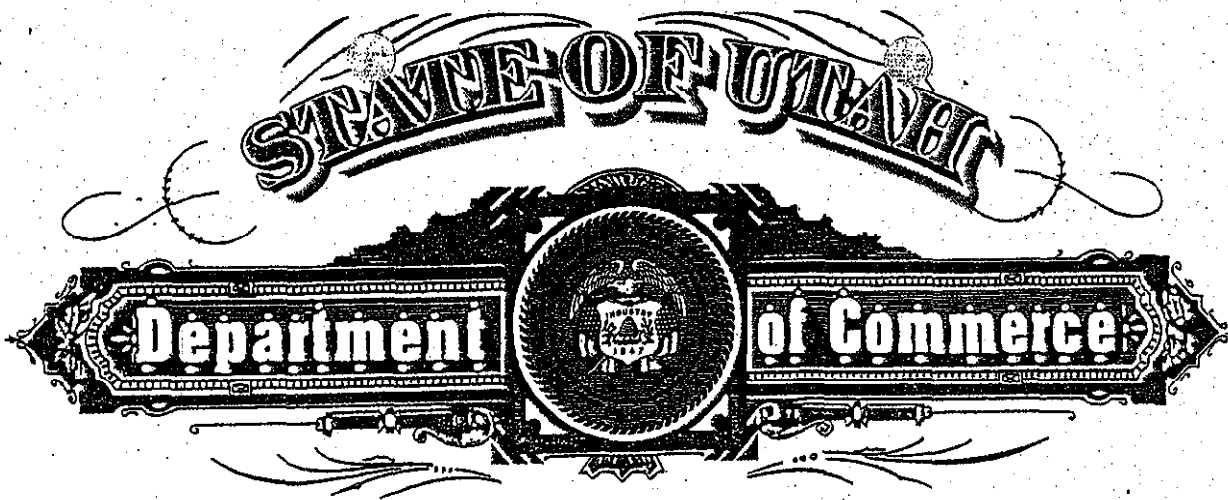
COUNTY OF SALT LAKE

)  
ss  
)

On this 3<sup>rd</sup> day of <sup>March</sup> February, 1998, personally appeared before me Debra Ricks and Gerald Ricks, who being by me duly sworn did say, each for themselves, that she, the said Debra Ricks, is the president, and he, the said Gerald Ricks, is the secretary, respectively, of JD Services, Inc., a Utah corporation, and JD Services, Inc., a Nevada corporation, that they are the persons who executed the foregoing Articles of Merger on behalf of said corporations and that the statements contained therein are true.



Pamela L. Wagner  
Notary Public  
Residing in UTAH

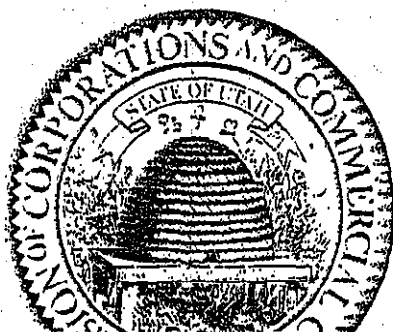


## CERTIFICATION OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL  
CODE HEREBY CERTIFIES THAT Articles of Merger were filed  
with this office on AUGUST 10, 1998 merging J D SERVICES, INC.,  
a corporation of the state of UTAH, into J D SERVICES, INC., the  
surviving corporation which is of the state of NEVADA,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

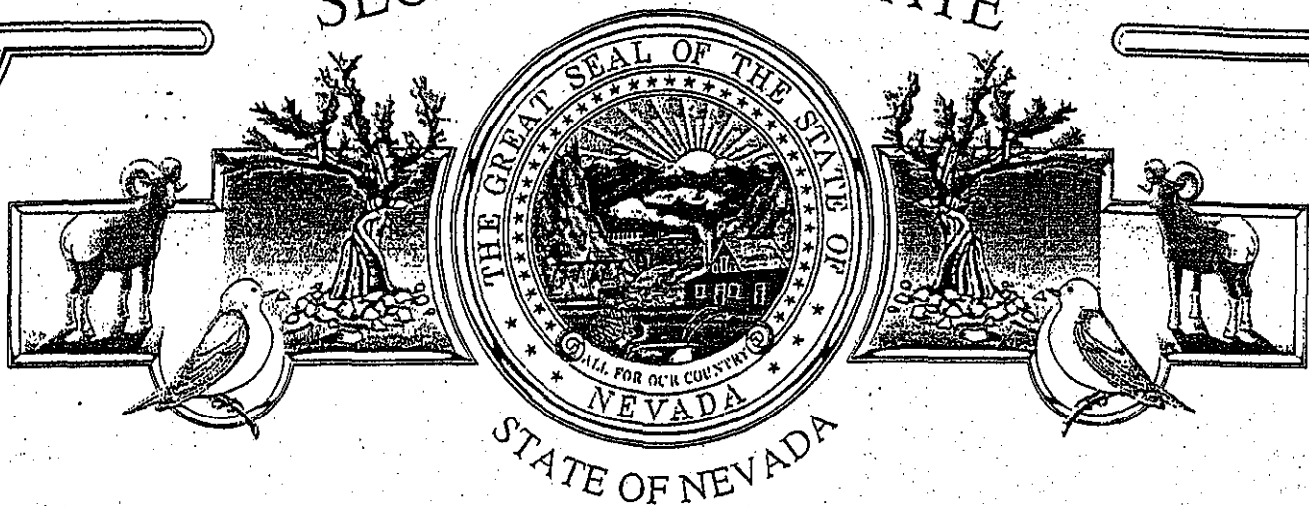
File Number: CO 173544



Dated this 3RD day  
of November, 19 99.

  
Lorena P. Rizzo

# SECRETARY OF STATE



I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that there was filed in this office on August 6, 1998

ARTICLES OF MERGER  
merging  
J D SERVICES, INC.  
(A UTAH CORPORATION)  
into  
JD SERVICES, INC.  
(A NEVADA CORPORATION)



IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on October 15, 1999.

*Dean Heller*

Secretary of State

By

*A. L. Loe*

Certification Clerk

# State of Illinois

## Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF J. D. SERVICES, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this  
day of FEBRUARY A.D. 8TH and of  
the Independence of the United States 2000 the two  
hundred and 24TH



*Jesse White*

Secretary of State

#### ATTACHMENT 4

	<b>J D Services, Inc. (Utah)(Nonsurvivor)</b>	<b>J D Services, Inc. (Nevada)(Survivor)</b>
<b>Officers</b>	Pres: Debra W. Ricks Vice-Pres: Gerald B. Ricks CEO: Gerald B. Ricks	Pres: Debra W. Ricks Vice-Pres: Gerald B. Ricks CEO: Gerald B. Ricks
<b>Shareholders</b>	Debra Ricks Gerald B. Ricks Ricks Family 101 Trust	Debra Ricks Gerald B. Ricks Ricks Family 101 Trust
<b>Place of Business</b>	1890 South 3850 West Salt Lake City, UT 84104	1890 South 3850 West Salt Lake City, UT 84104